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TORONTO STOCK EXCHANGE

FILING STATEMENT No. 703.
FILED, MARCH 8th. 1962.

OKA RARE METALS MINING COMPANY LIMITED

Full corporate name of Company
Incorporated under The Corporations Act (Ontario) by Letters Patent dated March 22, 1954. Supplementary Letters Patent dated May 28, 1954 and August 17, 1954 have issued.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

MAR 8 6 1962

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed reduction and subsequent increase of authorized capital; (b) Change of name to Manoka Mining & Smelting Company Limited see Schedule "A" hereto on page 2; (c) Acquisition of the assets (subject to all liabilities) of New Manitoba Mining & Smelting Company Limited.
2. Head office address and any other office address.	Room 406, 320 Bay Street, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>W.R.SALTER, Q.C., 496 Russell Hill Road, Toronto, President and Director, has been the Senior Partner of the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto.</p> <p>M.G.SMERCHANSKI, 102 Handsart Blvd, Winnipeg, Executive Vice-President and Director, has been a Consulting Geologist, self-employed.</p> <p>R.L.EHRMAN, Butler, Pennsylvania, Vice-President and Director, has been Vice-President of Phillips Gas & Oil Company.</p> <p>A.F.REETZ, Millvale, Pennsylvania, Treasurer and Director, has been Vice-President of the Bank of Millvale.</p> <p>B.NIXON APPLE, 171 St. Leonards Avenue, Toronto, Secretary and Director, has been a Partner in the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto.</p> <p>C.T.BRELOS, Alcoa Building, Pittsburg, Pennsylvania, Director, has been resident partner in Hemphill, Noyes & Co., members of the New York Stock Exchange.</p> <p>BASIL FILARDI, JR. 40 Church Street, White Plain, New York, Director, has been a partner of Filardi & Caruso, Attorneys.</p> <p>ROGER S. PHILLIPS, Rowayton, Connecticut, Director, has been an Executive.</p> <p>C.R.B.SALTER, 69 St. Edmund's Drive, Toronto, Director, has been a partner in the firm of Salter, Reilly, Jamieson & Apple, Solicitors, Toronto.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital 5,000,000 shares of \$1.00 each of which 2,293,912 shares are outstanding (after giving effect to issuance of 2 shares at \$1.00 per share referred to in Schedule "A")
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	See Schedule "A" hereto

THIS IS SCHEDULE "A" referred
to in the annexed Filing Statement

The Company has outstanding an issue of First Mortgage Sinking Fund Debentures in the principal amount of \$1,000.00 maturing March 15th, 1962. The Company has entered into a compromise or arrangement with its Debenture Holders whereunder the Company, in full satisfaction of all Debentures, will deposit with the Trustee for the Debenture Holders certificates representing 95,000 shares of Border Chemical Company Limited and 800,000 shares of the Company. These latter shares of the Company are to be issued from Treasury. This will mean that each Debenture Holder will receive 95 shares of Border Chemical Company Limited and 800 shares of the Company for every \$1,000.00 in principal amount of Debentures held.

The Company and Oka Rare Metals Mining Company Limited (hereinafter referred to as "Oka"), have entered into an agreement dated February 17th, 1962, the main provisions whereof and reasons for the Company entering therein are as follows:

1. The Agreement requires approval from the Shareholders of both Companies to be given at special general meetings called for such purpose. These meetings will be held in Toronto on Friday, March 30th, 1962.
2. Oka will take out supplementary letters patent reducing its authorized capital by cancelling three-quarters of its presently issued and outstanding shares, thus leaving 573,478 shares of its capital stock issued. Thereafter its authorized capital will be increased to 6,000,000 shares of the par value of \$1.00 each.
3. Oka's name will be changed to Manoka Mining & Smelting Company Limited.
4. Following the aforementioned capital reorganization of Oka, it will acquire all of the assets of the Company, subject to the Company's liabilities, issuing to the Company in consideration therefor 4,397,755 shares of Manoka, being a number of shares then equal to the number of shares of the Company outstanding.
5. Thereafter the Company plans to surrender its Charter and distribute the shares of Manoka Mining & Smelting Company Limited among its Shareholders.
6. Counsel has advised that the transaction between the Company and Oka will result in the preproduction expenses and capital cost allowance write-offs of the Company and the preproduction expenses of Oka being available as write-offs when the Company's nickel mine is brought into production.

A shaft has been sunk on the New Manitoba properties and extensive underground development work carried out. A mill with appropriate equipment for production has also been installed and is almost complete. To obtain maximum recovery from production, it is planned to erect as roaster at the property of Border Chemical Company Limited at Winnipeg, Manitoba. Border Chemical Company is a substantial producer of sulphuric acid, copper sulphate and liquid alum. The sulphide concentrates produced at the New Manitoba mine would be shipped to the roaster and there roasted to drive off sulphurous gasses which would be used by Border Chemical Company in the production of sulphuric acid. Waste dilute sulphuric acid from Border Chemical operations would be available to treat the New Manitoba nickel-copper concentrates. A mutually profitable arrangement is accordingly envisaged by officials of Border Chemical and New Manitoba.

The cost of installing the roaster, bringing the New Manitoba mine into production and for working capital is estimated at \$400,000, a substantial proportion of which will be made available from the cash presently owned by the Company and Oka.

10. Brief statement of company's chief development work during past year.	The Company has not carried out any development work during the past year.									
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" hereto attached for particulars of acquisition of assets (subject to liabilities) of New Manitoba Mining & Smelting Company Limited.									
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the Company is aware, no person owns more than 5% of the issued and outstanding shares of New Manitoba Mining & Smelting Company Limited.									
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None									
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable									
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div>Ransco & Co. 44 King St.W. Toronto, Ont. 388,500 shares</div> <div>Davidson & Co. 25 Adelaide St.W., Toronto, Ont. 288,285 shares</div> <div>E.L.Mead, 112 Yonge St., Toronto, Ont. 96,000 shares</div> <div>Hemphill Noyes & Co. 15 Broad St. New York 5, N.Y. 61,450 shares</div> <div>Pennsylvania Investments and Real Estate Corp., 205 North Main St. Butler, Pa. 60,000 shares</div> <div>The Company has no knowledge of the beneficial owners of the above shares save that E.L.Mead is not the beneficial owner of the shares registered in her name.</div>									
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None. It might be said, however, that management on a solicitation of proxies, may be in a position to cause to be elected a majority of the Directors of the Company.									
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Cost</th><th>Market</th></tr></thead><tbody><tr><td>1,575 shares United Asbestos Corporation Limited</td><td>\$9,005.</td><td>\$7,925.</td></tr><tr><td>97,000 shares New Manitoba Mining & Smelting Company Limited</td><td>\$49,177.12</td><td>\$40,340.</td></tr></tbody></table>		Cost	Market	1,575 shares United Asbestos Corporation Limited	\$9,005.	\$7,925.	97,000 shares New Manitoba Mining & Smelting Company Limited	\$49,177.12	\$40,340.
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1,575 shares United Asbestos Corporation Limited	\$9,005.	\$7,925.								
97,000 shares New Manitoba Mining & Smelting Company Limited	\$49,177.12	\$40,340.								
18. Brief statement of any lawsuits pending or in process against company or its properties.	None									
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None									
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The Company is not aware of any other material facts. So far as the Company is aware, none of its shares are in the course of primary distribution to the public. The Company has sold the 97,000 shares of New Manitoba Mining & Smelting Company Limited referred to in item 17 above at the price of 30¢ a share.									

CERTIFICATE OF THE COMPANY

DATED February 27th, 1962

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

Okla Rare Metals Mining Company Limited
 "W.R. Salter" *W.R. Salter* CORPORATE SEAL
 "B.N. Apple" *B.N. Apple* President
 Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

